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 MATTER #05744.00484

October 29, 2004
 PAGE 30

04/14/04 TNM Telephone call E. Diamond regarding distribution issues and conference with D. Albaugh regarding same (.5); review correspondence and recent pleadings filed (.3).	.80 412.00
04/14/04 CSP Review transcript of the 2/17/04 court hearing (3.5); review pleadings and orders in the case (5.8).	9.30 3673.50
04/15/04 CSP Review disclosure statement and schedules (5.5); review pleadings and orders in the case (4.7).	9.20 3634.00
04/16/04 TNM Telephone call with R. Conrad regarding status (.2); telephone call with E. Diamond regarding plan (.2).	.40 206.00
04/16/04 CSP Review Fried Frank letter regarding complaint against the debtor (.3); review Magten Complaint to Avoid Fraudulent Transfer (1.8); review pleadings and orders in the case (7.8).	9.90 3910.50
04/19/04 TNM Review committee memoranda and recent pleadings filed (.6); telephone call with counsel regarding hazard deposition and e-mail correspondence regarding same (.2); conference with C. Potamianos regarding hazard deposition (.1).	.90 463.50
04/19/04 CSP Conferences with TNM regarding notice of deposition of Lazard (.5); review ARCO environmental settlement (2); review MOU in securities litigation settlement (1.8); review pleadings and orders in the case (3).	7.30 2883.50
04/20/04 CSP Review comments to the plan of reorganization (1.8); review pleadings and orders in the case (3.5); review the disclosure statement and schedules (3).	8.30 3278.50

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 MATTER #05744.00484

October 29, 2004
 PAGE 31

04/21/04 TNM	Review proposal settlements regarding class action and environmental claims (.8); review minutes (.2); preparation for 4/22 Committee meeting (1.5).	1.50	772.50
04/21/04 CSP	Review pleadings and orders in the case (7.5); conference and communications with TNM regarding the Lazard deposition (.5); communications with E. Diamond regarding the Lazard deposition (.5); review communications with A. Kornberg regarding Wilmington Trust's representation (.3); review agenda for tomorrow's creditors committee meeting (.3); review previous creditors committee meeting minutes (1).	10.10	3989.50
04/22/04 TNM	Committee conference call and preparation for same, including telephone call with R. Conrad (1.5); review committee and debtor correspondence (.4).	1.90	978.50
04/22/04 CSP	Creditors committee conference call (1.5); review B. Steingart's letter regarding creditors committee activities (.5); review debtor counsel's letter to the US trustee regarding creditors committee membership (.3); review pleadings and orders in the case (8).	10.30	4068.50
04/26/04 CSP	Review creditors committee counsel's letter regarding resignation of Magten and Law Debenture from the creditors committee (.5); review Magten suit against Clarkfork and Blackfoot officers (1.5); review M. Lewis suit against the debtor (1); review pleadings and orders in the case (6.5).	9.50	3752.50
04/27/04 TNM	Review e-mail correspondence and recent pleadings filed.	.30	154.50
04/27/04 CSP	Communication with E. Diamond regarding the Lazard deposition.	.30	118.50

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HSBC Bank USA
MATTER #05744.00484

October 29, 2004
PAGE 32

04/28/04	TNM	Review recent pleadings filed (.5); conference with C. Potamianos regarding upcoming depositions (.1); review correspondence regarding Magten issues (.5); telephone call with R. Conrad regarding same (.1).	1.20	618.00
04/29/04	CSP	Review pleadings and orders in the case.	3.00	1185.00
04/30/04	EMF	Call with T. Moss regarding PUCHA issues.	.50	287.50
04/30/04	TNM	Review and analysis of stay relief motions filed by McGreevy class plaintiffs and Wilmington Trust (4.4); conference with E. Fox regarding PUCHA issues (.2); conference with A. Shapiro regarding analysis of same (.2); telephone call with E. Diamond regarding various pending matters (.1); e-mails to/from E. Diamond (.1); telephone call with J. Austin regarding Disclosure Statement and extension of objection deadline (.1); e-mail to J. Austin regarding same (.1); review correspondence regarding Committee membership (.2); review recent pleadings filed (.3).	5.70	2935.50
04/30/04	AS	Telephone call and office meeting with T. Moss re PUCHA; review of motion re stay; review of PUCHA statute and rules.	4.50	1867.50
04/30/04	CSP	Review letter from A. Darwin to the US trustee regarding creditors committee membership (.5); review letter from B. Steingart to the US trustee regarding creditors committee membership (1); review creditors committee counsel's letter to the US trustee regarding creditor committee membership (.5).	2.00	790.00
04/30/04	DA	Status Update for April 2004.	.10	38.00
05/03/04	TNM	Review pending stay relief motions.	.40	206.00
05/03/04	AS	Review Northwestern's application for exemption and amendment thereto.	1.50	622.50

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MATTER #05744.00484

October 29, 2004
PAGE 33

05/03/04 CSP	Review Harbert Management and Wilmington Trust's motion to lift the automatic stay to participate in the SEC proceedings (2.5); review pleadings and orders in the case (6.8).	9.30	3673.50
05/04/04 TNM	Receipt and preliminary review of revised plan and disclosure statement (.5); telephone call with E. Diamond regarding various committee issues (.2); e-mails to/from J. Austin regarding extension of objection deadline regarding disclosure statement (.2); review committee correspondence (.2); conference with A. Shapiro regarding PUHCA issues (.2); conference with C. Potamianos and D. Albaugh regarding upcoming depositions (.2); review objections to disclosure statement (.5); review pending motions for stay relief (.6).	2.60	1339.00
05/04/04 CSP	Conference with TNM regarding upcoming depositions in the case (.3); review creditors committee counsel's response to Magten counsel's letter (.5); review revised plan of reorganization (4); review pleadings and orders in the case (3); review revised disclosure statement (2.5).	10.30	4068.50
05/05/04 TNM	Review Amendel Plan and Disclosure Statement (1.8); review deposition notices regarding pending motions (.2); e-mail correspondence to/from counsel for movants regarding same (.2); e-mail correspondence to/from Committee Counsel (.1); telephone call with E. Diamond (.1); review recent pleadings filed (.4).	2.80	1442.00
05/05/04 CSP	Provide Comanche Park motion for relief from stay to TNM (.4); review pleadings and orders in the case (3.2).	3.60	1422.00
05/06/04 EMH	Office conference with TM re: deposition matters.	.30	183.00

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October 29, 2004
 PAGE 34

HSBC Bank USA
 MATTER #05744.00484

05/06/04 RL	Conference with T. Moss regarding case status, issues.	.40	220.00
05/06/04 TNM	Telephone call with E. Diamond regarding various pending matters (.2); conference with E. Hellige regarding status (.2); conference with R. Levy regarding various pending matters (.5); review upcoming deposition schedules (.2); e-mail correspondence to/from J. Austin (.1); review U.S. Trustee amended Committee appointment (.1); review committee correspondence (.2).	1.50	772.50
05/06/04 CSP	Review draft of registration rights agreement (3); review creditors committee counsel's communication regarding Pearl Meyer retention (.3); review creditors committee counsel's memorandum regarding attorney fee reimbursements (.5); review pleadings and orders in the case (1); review revised disclosure statement (3).	7.80	3081.00
05/07/04 RL	Conference with T. Moss regarding case status, issues, upcoming needs (1.2); reviewing draft of revised disclosure statement and plan, and miscellaneous case and background documents from T. Moss (1.5).	2.70	1485.00
05/07/04 TNM	Review and analysis of pending motions and related documents (1.0); preparation for meeting with R. Levy (.7); meeting with R. Levy regarding case status and strategy issues (1.2).	2.90	1493.50
05/07/04 CSP	Review pleadings and orders in the case (2.5); communications with TNM regarding the next creditors committee meeting (.5); review revised draft of the registration rights agreement (2.8); review US Trustee's letter regarding creditors committee membership of Comanche Park (.4); review revised disclosure statement (3).	9.20	3634.00

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October 29, 2004
 PAGE 35

HSBC Bank USA
 MATTER #05744.00484

05/10/04 RL	Attend Creditors Committee meeting at Paul Weiss.	3.50	1925.00
05/10/04 TNM	Attendance at Committee meeting in New York (3.9); conference with C. Potamianos regarding depositions (.1); review pending motions (.4).	4.40	2266.00
05/10/04 CSP	Review 4/22/04 creditors committee meeting minutes (.4); review pleadings and orders in the case (5.5).	5.90	2330.50
05/11/04 RL	Reviewing disclosure statement and plan.	1.30	715.00
05/11/04 TNM	Conference with C. Potamianos regarding depositions (.2); review e-mail correspondence (.2); attention to retention of local counsel and preparation of pro hac vice application (.8); review recent pleadings filed (.2).	1.40	721.00
05/11/04 CSP	Deposition of financial advisor to the ad hoc equity committee (1.8); review revised plan of reorganization (3.5); review revised disclosure statement (2.8); review pleadings and orders in the case (2).	10.10	3989.50
05/12/04 RL	Review disclosure statement objections; conference with T. Moss.	1.20	660.00
05/12/04 TNM	Conference with R. Levy regarding plan and disclosure statement (.1); review recent pleadings filed (.4); review pro hac vice application filed (.1); e-mail correspondence to M. Lastowski (.1).	.70	360.50
05/12/04 CSP	Deposition of A. Yearly (3.8); deposition of J. Harris (1.2).	5.00	1975.00

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October 29, 2004
 PAGE 36

05/13/04 CSP	Review creditors committee's motion to intervene in the Magten adversary proceeding (.8); review creditors committee draft plan of reorganization solicitation letter (.4); review Section 382(c) statement of Magten regarding Paul Hastings (1.3); review revised draft of the registration rights agreement (1.8); review pleadings and orders in the case (3); review memorandum opinion regarding an equityholders committee (.8).	8.10	3199.50
05/14/04 CSP	Review Montana Public Power's purchase offer (4.5); review transcript of the 4/22/04 court hearing (.5); review transcript of the 5/5/04 court hearing (1); review revised draft of the registration rights agreement (1.8); review pleadings and orders in the case (2.5).	10.30	4068.50
05/14/04 DA	Review Northwestern pleadings for T. Moss (.1).	.10	38.00
05/16/04 TNM	Travel to Phoenix, AZ for hearing regarding Disclosure Statement and various pending motions (8.5); preparation for hearing (.7).	9.20	4738.00
05/17/04 RL	Review debtor's response to disclosure statement objections (.7).	.70	385.00
05/17/04 TNM	Review WTC proposed solicitation letter and conference with A. Kornberg regarding same (.2); court appearance for hearing regarding Disclosure Statement and pending motions (5.5).	5.70	2935.50
05/18/04 TNM	Return travel from Phoenix, AZ.	6.80	3502.00
05/20/04 TNM	Review revised plan and disclosure statement (.6); e-mails to/from Karol Denniston regarding indenture trustee fee provisions (.4); conference call with S. Starr and M. Kenney of U.S. Trustee's office regarding fee provisions (.8); telephone call with R. Conrad regarding claim (.1).	1.90	978.50

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October 29, 2004
PAGE 37

HSBC Bank USA
MATTER #05744.00484

05/20/04 CSP	Review transcript of the 4/8/04 court hearing (4); review letter to creditors committee counsel regarding D&O reimbursement claims (.3).	4.30	1698.50
05/21/04 RL	Review draft plan term regarding indenture fee payment (.2); conference T. Moss regarding same (.1).	.30	165.00
05/21/04 TNM	Review revised terms of Plan regarding fees and conference with R. Levy regarding same (.4); e-mail to S. Starr regarding same (.1); telephone call with R. Conrad regarding claim (.1).	.60	309.00
05/24/04 TNM	Review revisions to plan and e-mail to R. Conrad regarding same.	.50	257.50
05/25/04 CSP	Review creditors committee financial advisor's communication regarding board search firms (.3); review creditors committee counsel's communication regarding D&O indemnification claims (.3); review pleadings and orders in the case (7.5).	8.10	3199.50
05/26/04 CSP	Review revised disclosure statement.	4.50	1777.50
05/27/04 CSP	Review plan of reorganization (3); review pleadings and orders in the case (5).	8.00	3160.00
05/28/04 TNM	Telephone call to T. Gil regarding Milltown Dam settlement (.1); review motion regarding same (.2).	.30	154.50
05/28/04 CSP	Review transcript of the 5/17/04 court hearing.	6.80	2686.00
05/28/04 IF	File maintenance	6.00	780.00

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MATTER #05744.00484

October 29, 2004
PAGE 38

06/01/04 CSP	Review creditors committee counsel's communication regarding recent case developments (.3); review pleadings and orders in the case (5.8); review Magten's Montana complaint regarding Paul Hastings' representation (2.5); review order reassigning the adversary proceedings (.2).	8.80	3476.00
06/02/04 TNM	Review recent pleadings filed (.3); telephone call with B. Leshner of Hawthorne Capital regarding medium term notes (.4); e-mail to R. Conrad regarding same (.1).	.80	412.00
06/02/04 CSP	Conference with TNM regarding the status of the case (.3); conference with B. Leshner and TNM regarding Magten's adversary action (.4); research pleadings and motions for TNM (.5); review pleadings and orders in the case (4.3); review claims objections in the case (3.7).	9.20	3634.00
06/03/04 TNM	Review recent pleadings filed.	.30	154.50
06/03/04 CSP	Review creditors committee counsel's communication regarding Judge Lindsey (.2); review creditors committee counsel's communication regarding Netexit bankruptcy filing (.2); review Netexit creditors listing (.8); review pleadings and orders in the case (8.5).	9.70	3831.50
06/04/04 TNM	Review recent pleadings filed.	.20	103.00
06/07/04 CSP	Call to P. Chabot in response to inquiry (.2); review claims objection in the case (.5); review pleadings and orders in the case (7.5); review proposed settlement among NorthWestern, MPSC and MCC (1.3); review communications among the creditors committee members and creditors committee counsel regarding board search subcommittee formation (.4); review Andrews & Kurth letter regarding subordination (.2).	10.10	3989.50

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October 29, 2004
PAGE 39

HSBC Bank USA
MATTER #05744.00484

06/08/04 CSP	Call to R. Conrad regarding board search subcommittee formation (.2); call to TNM regarding board search subcommittee formation (.2); calls with E. Diamond regarding board search subcommittee formation (.2); calls with R. Conrad regarding the MPP proposal (.5); call with E. Diamond regarding the MPP proposal (.3); calls with B. Mavin regarding the MPP proposal (.5); call with P. Chabot regarding the MPP proposal (.3); review pleadings and orders in the case (7.5); review NorthWestern's response to the Andrews & Kurth subordination letter (.2); communication with E. Diamond regarding board search subcommittee formation (.2).	9.90	3910.50
06/08/04 DA	Review various committee emails regarding subcommittee for board search; confer with C. Potamianos regarding contacting client and responding to committee emails.	.20	76.00
06/09/04 TNM	Conference with C. Potamianos regarding various pending matters (.2); review e-mail correspondence and recent pleadings filed (.4).	.60	309.00
06/09/04 CSP	Review Montana Public Power offer for selected NorthWestern assets (2.8); review creditors committee counsel's communication regarding board search subcommittee formation (.1); review proposed motion regarding Colstrip 4 counsels' fees and expenses (1.3); review pleadings and orders in the case (5.2).	9.40	3713.00
06/09/04 DA	HSBC status update for May 2004 (.2).	.20	76.00
06/10/04 TNM	Review recent pleadings filed.	.50	257.50
06/10/04 CSP	Review creditors committee counsel's communication regarding Magten's adversary proceeding (.2); review Montana Public Power offer for selected NorthWestern assets (3); review orders and pleadings in the case (6.5).	9.70	3831.50

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MATTER #05744.00484

October 29, 2004
PAGE 40

06/16/04 TNM	Conference with C. Potamianos regarding status (.2); review Court's opinions regarding pending motions (.7).	.90	463.50
06/16/04 CSP	Review creditors committee financial advisor's report for April (.5); review pleadings and orders in the case (3); review creditors committee counsel's communications regarding the NorthWestern, MPSC and MCC settlement (.1); review Wilmington Trust's solicitation letter (.3); review memorandum opinion regarding the McGreevey class action (.5); review memorandum opinion regarding Comanche Park's motion to lift automatic stay (.3); review memorandum opinion regarding Harbert Management's motion to lift automatic stay (.3); conference with TNM regarding the status of the case (.3).	5.30	2093.50
06/17/04 RL	Review court rulings on lift stay and intervention matters.	.50	275.00
06/17/04 TNM	Review recent pleadings filed.	.70	360.50
06/23/04 CSP	Call with TNM regarding developments in the case (.3); review pleadings and orders in the case (3.7).	4.00	1580.00
06/24/04 CSP	Review transcript of the 5/12/04 court hearing.	1.80	711.00
06/25/04 TNM	Conference with C. Potamianos regarding status and review of pleadings.	.10	51.50
06/25/04 CSP	Review pleadings and orders in the case (1.5); review creditors committee counsel's memorandum regarding Paul Hastings' request for payment of fees and expenses (.4).	1.90	750.50
06/28/04 CSP	Review orders and pleadings in the case.	6.30	2488.50

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 MATTER #05744.00484

October 29, 2004
 PAGE 41

06/30/04 CSP Review pleadings and orders in the case (5.5); review creditors committee financial advisor's communication regarding NorthWestern exit financing terms (.3).	5.80 2291.00
07/01/04 CSP Review 6/9/04 court hearing transcript (1); review revised settlement agreement among NorthWestern, MPSC and MCC (1.7); review pleadings and orders in the case (7).	9.70 3831.50
07/01/04 DA HSBC status update for June 2004 (.1).	.10 38.00
07/02/04 CSP Review pleadings and orders in the case.	5.50 2172.50
07/06/04 TNM Review recent pleadings filed.	.50 257.50
07/06/04 CSP Review pleadings and orders in the case.	2.20 869.00
07/07/04 TNM Committee conference call and preparation for same (1.3); telephone call with R. Conrad regarding same (.1).	1.40 721.00
07/07/04 CSP Review creditors committee financial advisor's report for 5/04 (.8); review pleadings and orders in the case (4); creditors committee conference call (.8).	5.60 2212.00
07/08/04 CSP Review creditor committee's objection to the motion to disqualify Paul Hastings (.8); review pleadings and orders in the case (4.3).	5.10 2014.50
07/09/04 CSP Review pleadings and orders in the case.	2.80 1106.00
07/12/04 IF File maintenance	3.00 390.00
07/13/04 TNM Receive and review objection of WTC and Harbert to HSBC claim (1.0); e-mail correspondence regarding same (.1); conference with C. Potamianos regarding various pending matters (.2); review recent pleadings filed (.3).	1.60 824.00

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October 29, 2004
 PAGE 42

HSBC Bank USA
 MATTER #05744.00484

07/13/04	CSP	Review motion to disallow HSBC's proof of claim (5); conference with TNM regarding the motion of disallow HSBC's proof of claim (.3); review pleadings and orders in the case (2); communications with E. Diamond and M. Ratner regarding upcoming depositions (.5).	7.80	3081.00
07/14/04	TNM	Review and analysis of objection to HSBC claim and telephone call R. Conrad regarding same.	2.40	1236.00
07/14/04	CSP	Review transcript of the 6/21/04 court hearing (1.8); review creditors committee counsel's communication regarding results of the McGreevey mediation (.2).	2.00	790.00
07/15/04	TNM	Conference with R. Levy regarding Wilmington Trust Company objection to HSBC claim (.2); review documents and analysis of same (2.4).	2.60	1339.00
07/15/04	CSP	Retrieve scheduling order for TNM (.2); review creditors committee counsel's communication regarding the two most recent court hearings (.2); review pleadings and orders in the case (4.5).	4.90	1935.50
07/16/04	TNM	Attention to Wilmington Trust Company claim objection issues; research regarding MCHA issues.	2.70	1390.50
07/16/04	CSP	Review creditors committee counsel's communication regarding the motion to oppose incentive plan (.2); review creditors committee counsel's communication regarding Power Management Company's proposal (.7).	.90	355.50
07/19/04	EMH	Telephone conference with TM.	.30	183.00

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October 29, 2004
 PAGE 43

07/19/04	TNM	Research regarding PUCHA issues (1.3); conference calls with committee counsel and PUCHA counsel regarding Wilmington Trust Company issues Harbert claim objection issues (2.0); telephone call with R. Conrad regarding issues related to claim objection (.2); conference with E. Hellige regarding same (.1).	3.60	1854.00
07/19/04	RTS	Disc. w/DS, TM, PCs w/HSBC - Bob Conrad re: closing docs from JPMC, Citi	.50	197.50
07/20/04	EMH	Office conference with TM re: litigation matters; conference call with TM and John Mazzarella re: litigation.	1.20	732.00
07/20/04	RL	Conference with T. Moss regarding objection to HSBC claim, status, discovery.	.30	165.00
07/20/04	TNM	Several telephone conferences with Committee counsel, PUCHA counsel, Harbert counsel and client-all regarding Wilmington Trust Company and Harbert objection to HSBC claim; attendance via teleconference in court discovery conference; draft subpoenas; conference with E. Hellige regarding various issues; conference with J. Brickell regarding staffing; preparation of response to objection-review and analysis of issues.	7.40	3811.00
07/21/04	EMH	Office conference with TM re: litigation matters; office conference with JO'B re: background of litigation.	1.00	610.00
07/21/04	RL	Review Harbert objection to HSBC claim; conferences with T. Moss regarding same.	1.50	825.00

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October 29, 2004
PAGE 44

HSBC Bank USA
MATTER #05744.00484

07/21/04	TNM	Several telephone conferences with Committee counsel, PUCHA counsel, P. Mock and client regarding Wilmington Trust Company/Harbert objections to claim (.8); review documents produced by Wilmington Trust Company (1.0); draft subpoenas (1.2); conference with J. O'Brien regarding claim objection (.1); review and analysis of legal and factual issues (3.3).	6.30	3244.50
07/21/04	DA	Review Northwestern Corporation's Motion for an Order Seeking Temporary Allowance of Claim #s 711 and 638 for the Limited Purpose of Voting on the Plan of Reorganization Filed by Northwestern Corporation Pursuant to Rule 3018(a) and draft Joinder to same (.8); confer with T. Moss regarding drafting Joinder (.1).	.90	342.00
07/22/04	EMH	Office conference with TM re: litigation matter; office conference with CS.	.60	366.00
07/22/04	JSO	Meet with TM; review motion documents; prepare for depositions.	2.30	1196.00
07/22/04	RL	Conference T. Moss regarding 7/23 OCC telephone call, case status, Harbert claim objection vs. HSBC (.2).	.20	110.00
07/22/04	TNM	Meeting with S. Bloomberg of Le Beouf Lamb regarding claim objection (2.5); review and analysis of issues related to objection and draft discovery demands (2.7); conference with E. Hellige regarding same (.2); telephone call P. Moak regarding various issues and exchange e-mail correspondence (.2).	5.60	2884.00
07/22/04	DA	Phone conferences with M. Lastowski regarding filing of joinder in claim allowance motion; confer with T. Moss regarding same; finalize joinder.	1.00	380.00

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HSBC Bank USA
MATTER #05744.00484

October 29, 2004
PAGE 45

07/23/04	RL	OCC telephone call; prepare memo to T. Moss regarding same, status of settlement talks with junior bonds.	2.00	1100.00
07/26/04	EMH	Office conference with TM re: deposition of Wilmington Trust Company; conference call with TM and John Mazzarella re: Wilmington Trust deposition.	.50	305.00
07/26/04	JSO	Review file; prepare for upcoming depositions; legal research into PVHCA; review discovery documents.	5.00	2600.00
07/26/04	RL	Conference with T. Moss regarding discovery response to objection research regarding possible objection.	2.00	1100.00
07/26/04	TNM	Numerous e-mail exchanges and telephone conferences with P. Mook, S. Starr, M. Ratner, P. Bentley, S. Bloomberg and others regarding discovery and issues related to Wilmington Trust Company and Harbert claim rejection; telephone call with J. Mazzarella with E. Hellige regarding same; conference with J. O'Brien regarding all aspects of discovery and responsive pleadings; review relevant documents; review recent pleadings filed; conference with R. Levy regarding factual/legal issues.	6.40	3296.00
07/26/04	CSP	Review creditors committee counsel's communication regarding debtor's communication with Power Management Company (.2); review creditors committee counsel's communication regarding pleadings filed 7/16/04 (1.0); review creditors committee financial advisor's memorandum regarding the proposed TOPrS settlement (.5); review creditors committee counsel's communication regarding Oaktree's committee resignation (.1); review creditors	2.50	987.50

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MATTER #05744.00484

October 29, 2004
PAGE 46

committee counsel's communication regarding the securities class action settlement (.2); review creditors committee financial advisor's memorandum regarding the management compensation report (.5).

07/26/04 DA	Confer with R. Levy regarding subordinated holders' claim objection (.1); review same (.7).	.80	304.00
07/27/04 EMH	Meeting with TM and RL re: claim objection and related matters.	.70	427.00
07/27/04 JSO	Review motion papers; legal research into PVHCA issues; review documents.	5.30	2756.00
07/27/04 RL	Conference with T. Moss regarding S. Ortiz deposition, issues regarding Wilmington/PCSF/HSBC; conference with T. Moss and E. Hellige regarding same.	1.20	660.00
07/27/04 TNM	Attendance at deposition of S. Ortiz of Wilmington Trust Company and preparation for same (1.7); conference with E. Hellige and R. Levy regarding claim objection and related issues (.7); preparation of response to claims objection (1.4); review e-mail correspondence and recent pleadings filed (.3); telephone call M. Williams of Kramer Levin regarding Ortiz deposition (.1).	4.20	2163.00
07/27/04 CSP	Review creditors committee counsel's communication regarding depositions of creditors committee members (.1); review the court's memorandum decision regarding disqualification of debtor's counsel (.5); review the court's memorandum decision regarding the YELP settlement (.5); review the financial advisor's communication regarding board candidates (.8).	1.90	750.50

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October 29, 2004
PAGE 47

07/28/04 EMH Telephone conference with Frank Grippo of JPMorgan Chase re: claim objection and documents received at closing; office conference with TM.	.60 366.00
07/28/04 JSO Review documents produced by Harbert; prepare for deposition.	4.00 2080.00
07/28/04 TNM Telephone call with K. Denniston regarding Ortiz deposition and claims objection (.1); telephone call D. Nato of Citigroup Investments regarding plan (.1); telephone call D. Nato regarding E. Diamond (.1); conference with J. O'Brien regarding claims objection (.1); telephone call R. Conrad regarding various issues (.2); telephone call R. Paluso of chase regarding documents (.1); telephone call N. Mitchell of Winston & Straun-left message (.1); attention to response to response to claims objection (.7).	1.50 772.50
07/29/04 JSO Review documents.	2.50 1300.00
07/29/04 TNM Attention to discovery issues and preparation of response to claims objection of Harbert and Wilmington Trust Company (3.5); telephone call with M. Mitchell of Winston and Straun regarding Chase documents (.3).	3.80 1957.00
07/29/04 LDW Discussed motion to preclude expert report with JO.	.50 175.00
07/30/04 JSO Prepare for and attend deposition of Harbert.	4.00 2080.00
07/30/04 TNM Attention to preparation of response to objection of Harbert and Wilmington Trust Company to HSBC's claim and discovery issues.	3.60 1854.00
07/30/04 CSP Review pleadings and orders in the case.	3.00 1185.00
07/30/04 DA Provide client with monthly status update for July 2004 (.1).	.10 38.00

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MATTER #05744.00484October 29, 2004
PAGE 48

08/02/04 TNM Attention to preparation of response to objection of Harbert and Wilmington Trust Company to HSBC's claim.	2.60	1339.00
08/02/04 CSP Review pleadings and orders in the case.	1.80	711.00
08/03/04 TNM Attention to preparation of response to objection of Harbert and Wilmington Trust Company to HSBC claim (2.5); telephone call E. Diamond regarding status (.1); preparation for 8/4 omnibus hearing (.5).	3.10	1596.50
08/03/04 CSP Pull and compile plan objections for TNM.	1.80	711.00
08/04/04 TNM Court appearance for Omnibus hearing in Wilmington, DE (2.0); travel to/from Wilmington, DE for court appearance (7.0).	9.00	4635.00
08/05/04 TNM Attention to preparation of response to Wilmington Trust Company and Harbert claim objection (1.3); telephone call with E. Diamond (.1); telephone call with S. Bloomberg (.1); telephone call with R. Conrad (.1).	1.60	824.00
08/05/04 CSP Review creditors committee counsel's memorandum regarding D&O defense fees and expenses (.5); review pleadings and orders in the case (5.3).	5.80	2291.00
08/06/04 TNM Telephone call E. Diamond regarding status (.2); telephone call P. Moak-left message (.1).	.30	154.50
08/06/04 LDW Reviewed evidence treatise re: precluding expert report and pulled cases cited therein.	3.80	1330.00
08/06/04 CSP Review pleadings and orders in the case.	6.80	2686.00
08/07/04 LDW Reviewed cases re: preclusion of expert testimony.	3.00	1050.00
08/08/04 LDW Began drafting MML to exclude expert report.	5.00	1750.00

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October 29, 2004
PAGE 49

08/09/04	TNM Telephone call with P. Mook regarding litigation status (.1); conference with J. O'Brien regarding same (.1); review C.V.S. of proposed directors (.6); review recent pleadings filed and committee correspondence (.4).	1.20	618.00
08/09/04	LDW Discussed draft motion with JO and potential settlement.	.30	105.00
08/10/04	CSP Review backgrounds of six board of directors candidates (.8); review creditors committee counsel's communication regarding the board of directors candidates selection (.1); review pleadings and orders in the case (3.3).	4.20	1659.00
08/11/04	TNM Review documents and pleadings regarding claim objection to HSBC claim and confirmation objections.	1.30	669.50
08/12/04	TNM Conference with C. Potamianos regarding status conference and review agenda.	.20	103.00
08/12/04	CSP Conference with TNM regarding tomorrow's court hearing (.2); review pleadings and orders in the case (1.9).	2.10	829.50
08/13/04	CSP Court hearing teleconference (.5); conference with TNM regarding today's court hearing (.3); review pleadings and orders in the case (5.3); review creditors committee counsel's memorandum regarding debtor's expenses in defense of securities litigation (.5).	6.60	2607.00
08/16/04	TNM Review confirmation pleadings (.7); review email correspondence (.1).	.80	412.00
08/16/04	CSP Review amended plan of reorganization (3.7); review pleadings and orders in the case (2.7).	6.40	2528.00
08/17/04	TNM E-mail correspondence with E. Diamond.	.10	51.50

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October 29, 2004
PAGE 50

08/17/04 CSP Review pleadings and orders in the case.	4.30	1698.50
08/18/04 TNM Committee conference call (.6); review e-mail correspondence and recent pleadings filed (.3).	.90	463.50
08/18/04 CSP Creditors committee conference call (.6); review pleadings and orders in the case (5.0); review creditors committee counsel's communications regarding the Harbert/Wilmington Trust settlement (.1).	5.70	2251.50
08/19/04 CSP Review pleadings and orders in the case (2.0); review amended plan of reorganization (5.3).	7.30	2883.50
08/20/04 TNM Telephonic court appearance regarding motion of LDTC to adjourn confirmation hearing (1.1); review recent pleadings filed and plan amendments (1.3).	2.40	1236.00
08/20/04 CSP Review TOPrS settlement term sheet (.8); review pleadings and orders in the case (1.3); review amended and restated disclosure statement (7.2).	9.30	3673.50
08/23/04 TNM Review court opinion regarding Magten Adversary proceeding (.4); committee correspondence (.2); preparation for confirmation hearing, including review of pleadings filed (1.6).	2.20	1133.00
08/23/04 CSP Review creditors committee counsel's communication regarding the 8/20/04 court hearing (.2); review the court's decision on dismissal of Magten's adversary proceeding regarding fraudulent conveyance (1.0); review pleadings and orders in the case (2.5).	3.70	1461.50
08/24/04 TNM Telephone call with R. Conrad regarding status (.1); e-mail correspondence to/from A. Kornberg regarding status (.1); travel to Phoenix for confirmation hearing (8.5); preparation for hearing (.7).	9.40	4841.00

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October 29, 2004
PAGE 51

08/24/04 CSP Review pleadings and orders in the case.	2.80	1106.00
08/24/04 DA Review pleadings per request of T. Moss (.2).	.20	76.00
08/25/04 TNM Court appearance for confirmation hearing.	8.90	4583.50
08/25/04 IF File maintenance	7.00	910.00
08/26/04 TNM Return travel from Phoenix.	7.20	3708.00
08/27/04 TNM Review recent pleadings filed.	.50	257.50
08/27/04 CSP Review creditors committee counsel's communication regarding the 8/25/04 court hearing (.3); review pleadings and orders in the case (4.5).	4.80	1896.00
08/30/04 TNM Review revised plan documents.	.60	309.00
08/30/04 CSP Review pleadings and orders in the case.	3.80	1501.00
08/31/04 CSP Review pleadings and orders in the case.	.50	197.50
09/01/04 CSP Review amended and restated plan of reorganization (1.0); review pleadings and orders in the case (.8); review amended and restated disclosure statement (5.0).	6.80	2686.00
09/02/04 TNM Review recent pleadings filed.	.30	154.50
09/03/04 DA Provide HSBC with status update for August 2004 (.1).	.10	38.00
09/07/04 TNM Review recent pleadings filed and plan documents (1.3); telephone call with R. Conrad regarding status (.1).	1.40	721.00
09/07/04 CSP Review pleadings and orders in the case.	4.20	1659.00
09/08/04 TNM Review recent pleadings filed.	.40	206.00
09/08/04 CSP Review pleadings and orders in the case.	2.80	1106.00

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October 29, 2004
PAGE 52

09/09/04 TNM Review amended plan and disclosure statement documents.	1.40	721.00
09/09/04 CSP Review pleadings in the case.	2.70	1066.50
09/10/04 CSP Review pleadings in the case.	1.70	671.50
09/13/04 CSP Review pleadings and orders in the case.	1.50	592.50
09/13/04 IF File maintenance	2.00	260.00
09/14/04 CSP Review creditors committee counsel's memorandum regarding D&O attorneys' fee reimbursements (.4); review pleadings in the case (.5).	.90	355.50
09/16/04 TNM Telephone call with R. Conrad regarding status and trading order (.4); review trading order and committee filings regarding same (.8); telephone call with R. Conrad and J. Bennett regarding trading issues (.2).	1.40	721.00
09/16/04 CSP Review pleadings and orders in the case.	1.50	592.50
09/17/04 CSP Review transcript of the 8/20/04 court hearing (1.0); review transcript of the 8/25/04 court hearing (2.3).	3.30	1303.50
09/20/04 CSP Review pleadings in the case (.5); review creditors committee counsel's communication regarding additional committees (.1).	.60	237.00
09/21/04 CSP Review pleadings in the case.	1.30	513.50
09/22/04 TNM Review recent pleadings filed.	.20	103.00
09/22/04 IF File maintenance	2.00	260.00
09/23/04 TNM Review recent pleadings filed.	.30	154.50

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October 29, 2004
PAGE 53

09/23/04 CSP	Review pleadings and orders in the case (1.0); review creditors committee counsel's communication regarding D&O insurance reimbursement (.2).	1.20	474.00
09/24/04 TNM	Review e-mail correspondence and recent pleadings filed.	.30	154.50
09/24/04 CSP	Review pleadings in the case.	.50	197.50
09/27/04 CSP	Review pleadings in the case.	.70	276.50
09/28/04 CSP	Review pleadings in the case.	.50	197.50
09/29/04 TNM	Telephone call with JPMorgan Chase regarding fee submission (.2); prepare fee submission to Debtor (.3); review pleadings regarding confirmation matters (.5).	1.00	515.00
09/29/04 CSP	Review creditors committee counsel's communications regarding upcoming creditors committee conference call (.2); review pleadings in the case (1.0).	1.20	474.00
09/30/04 TNM	Review e-mail correspondence and telephone call with committee counsel regarding scheduling meeting (.2); telephone call J. Mazzearella regarding same (.1); conference with D. Albaugh regarding same (.1).	.40	206.00
09/30/04 CSP	Review creditors committee counsel's communication regarding the upcoming creditors committee conference call (.1); review pleadings in the case (.4).	.50	197.50
09/30/04 DA	Phone conference with T. Moss regarding 10/1 committee call (.2).	.20	76.00
10/01/04 TNM	Committee conference call.	1.10	566.50

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October 29, 2004
PAGE 54

10/01/04 DA	Review T. Moss email regarding agenda for committee call (.1); participate in committee call regarding Hylland settlement, Cornerstone claims, and plan status (1.1); phone conference with T. Moss regarding same (.1); provide HSBC with monthly status update for September 2004 (.1).	1.40	532.00
10/04/04 TNM	Review Law Debenture claim objection; several telephone calls with Debtor's counsel, committee counsel, client and PUHCA counsel regarding same and related confirmation issues; preparation for confirmation hearing.	2.70	1390.50
10/05/04 TNM	Travel to Phoenix, AZ for 10/6 confirmation hearing and preparation for hearing (8.5); telephone call with A. Kornberg and M. Melnyk regarding confirmation issues (1.3).	9.80	5047.00
10/06/04 TNM	Court appearance for confirmation hearing in Phoenix, AZ.	9.80	5047.00
10/07/04 TNM	Return travel from Phoenix, AZ from confirmation hearing.	7.80	4017.00
10/08/04 TNM	Telephonic court appearance for decision regarding confirmation of plan (1.9); review e-mail correspondence and recent pleadings filed (.3).	2.40	1236.00
10/11/04 TNM	Review proposed confirmation order and prepare comments to same (1.3); e-mail correspondence regarding Committee matters (.1); review recent pleadings filed (.1).	1.50	772.50
10/12/04 TNM	Review recent pleadings filed (.2); telephone call M. Phillips regarding confirmation order (.5); telephone call with F. Hamblett regarding claim objections and e-mail correspondence regarding same (.2); review and analysis of confirmation order (.7).	1.60	824.00

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October 29, 2004
PAGE 55

10/13/04 TNM Committee conference call (.7); e-mail correspondence with K. Denniston regarding claim objection (.1).	.80	412.00
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10/14/04 TNM Review pleadings regarding confirmation order.	.20	103.00
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TOTAL HOURS	1581.80
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SUBTOTAL FEES	\$ 633,620.50
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TOTAL FEES	\$ 633,620.50
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DESCRIPTION OF DISBURSEMENTS

10/29/04 Reproduction	2100.36
10/29/04 Telephone	29.43
10/29/04 Facsimile	27.64
10/29/04 Messenger Service	57.60
10/29/04 Secretarial Overtime	69.75
10/29/04 Computerized Legal Research	741.44
10/29/04 Word Processing	63.75
10/29/04 Velo Bind	9.00
10/29/04 Filing Fees	45.00
10/29/04 Car Service	1047.22
10/29/04 Meals	26.95
10/29/04 Parking	10.00
10/29/04 Court Reporter Services	1615.25
10/29/04 Travel/Airfare	2679.70
10/29/04 Travel/Hotel	378.80
10/29/04 Travel/Meals	122.57
10/29/04 Travel/Ground Transportation	98.00
10/29/04 Air Courier	277.32
10/29/04 Telephone Expense	131.74
10/29/04 US Court Docket Expense	212.31

TOTAL DISBURSEMENTS	\$9,743.83
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TOTAL CURRENT FEES AND DISBURSEMENTS	\$ 643,364.33
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TOTAL BALANCE DUE	\$ 643,364.33
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October 29, 2004
PAGE 56

Name	Initial	Status	Hours	Rate	Fees
E. M. Hellige	EMH	Partner	11.65	596.16	6,945.25
J. S. O'Brien	JSO	Partner	23.10	520.00	12,012.00
R. Levy	RL	Partner	17.80	550.00	9,790.00
R. T. Sarubbi	RTS	Associate	14.25	352.37	5,021.25
A.H. Shapiro	AS	Associate	6.00	415.00	2,490.00
L.D. Weitzen	LDW	Associate	12.60	350.00	4,410.00
D.R. Swarthout	DRS	Associate	32.90	341.05	11,220.50
C. S. Potamianos	CSP	Associate	1070.60	375.19	401,678.50
E.M. Fox	EMF	Partner	2.30	571.74	1,315.00
I Fajardo	IF	Paralegal	49.00	130.00	6,370.00
D. Albaugh	DA	Associate	16.80	361.55	6,074.00
T. N. Moss	TNM	Partner	324.80	511.99	166,294.00
			1581.80		633,620.50